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FORM D



OMB APPROVAL

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November 30, 2001

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Washington, D.C. 20549 FORM D

UNITED STATES

SECURITIES AND EXCHANGE

NOTICE OF SALE OF SECURITIES PURSUANT TO REGULATION D, SECTION 4(6), AND/OR UNIFORM LIMITED OFFERING EXEMPTION

	SEC USE ONLY	
Prefix	Serial	
ļ	DATE RECEIVED	

Name of Offering (check if this is an amendmen	at and name has changed, and indicate change.)		
Series C Convertible Participating Preferred St	ock		
Filing Under (Check box(es) that apply):	□ Rule 504 □ Rule 505 ■ Rule 506 □ Section	4(6) □ ULOE	
Type of Filing: ■ New Filing □ Amendment			
	A. BASIC IDENTIFICATION DATA	RECEIVED LES	
1. Enter the information requested about the issuer			
Name of Issuer (check if this is an amendment an	nd name has changed, and indicate change.)	(UCV 1 5 2002) /	
Upromise, Inc.			
Address of Executive Offices (Number and S	Street, City, State, Zip Code)	Telephone Number (Including Area Code)	
117 Kendrick Street, Needham, MA 02494		781-707-8400	
Address of Principal Business Operations (if	(Number and Street, City, State, Zip Code)	Telephone Number (Including Area Code)	
different from Executive Offices)		ODOCECCE OF	· Fred
Brief Description of Business: college saving plan	n	PROCES	, N *
		OCT 2 4 2002	
Type of Business Organization		1	
■ corporation	☐ limited partnership, already formed	□ other (please specify): THOMSUN	
□ business trust	☐ limited partnership, to be formed	FINANCIAL	
	Month Year	n 52 dt et e e e	
Actual or Estimated Date of Incorporation or Organ		ated	
Jurisdiction of Incorporation or Organization: (Ente	er two-letter U.S. Postal Service abbreviation for State:		
	CN for Canada; FN for other foreign jurisdiction)		

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 USC 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

When to File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State: This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires a payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

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Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

		A. BASIC IDENT	IFICATION DATA		
 Enter the information requested for t Each promoter of the issuer, if Each beneficial owner having t Each executive officer and dire Each general and managing part 	the issuer has be he power to vote ctor of corporate	e or dispose, or direct the issuers and of corporate	vote or disposition of, 10		ass of equity securities of the issuer; hip issuers; and
Check Box(es) that Apply:	□ Promoter	□ Beneficial Owner	■ Executive Officer	■Director	□ General and/or Managing Partner
Full Name (Last name first, if individual)					
D. M. L. J.					
Bronner, Michael Business or Residence Address	(Number and S	Street, City, State, Zip Coo	de)		
Dusiness of Residence / Idaless	(1 tuniber and c	nicet, City, State, Zip Col	uc)		
c/o Upromise, Inc., 117 Kendrick Street	, Needham, MA	. 02494			
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	□ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
General Atlantic Partners and affiliates		•			
Business or Residence Address		Street, City, State, Zip Coo	de)		
	(1,1111,111,111,111,111,111,111,111,111	,,,,	,		
3 Pickwick Plaza, Greenwich, CT 06830					
Check Box(es) that Apply:	☐ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Greylock X Limited Partnership and aft	filiates				
Business or Residence Address		treet, City, State, Zip Cod	le)		
One Federal Street, Boston, MA 02110 Check Box(es) that Apply:					
, , , , , , , , , , , , , , , , , , , ,	□ Promoter	■ Beneficial Owner	☐ Executive Officer	☐ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Hellman & Friedman Capital Partners	IV, L.P.				
Business or Residence Address	(Number and S	treet, City, State, Zip Cod	le)		
O . M. Maridian Blance Con Empire CA	04111				
One Maritime Plaza, San Francisco, CA Check Box(es) that Apply:		☐ Beneficial Owner	- 5	-5:	Concret and/or Managing Portner
Full Name (Last name first, if individual)	□ Promoter	Denencial Owner	■ Executive Officer	■Director	☐ General and/or Managing Partner
Bussgang, Jeffrey J.					
, 0					
Business or Residence Address		treet, City, State, Zip Coo	de)		
c/o Upromise, Inc., 117 Kendrick Street	, Needham, MA	. 02494			
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner		□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	L Tromoter	Denencial Owner	■Executive Officer	L Director	delicial alluloi Maliaging Fartier
Winneg, Neal S.					
Business or Residence Address		Street, City, State, Zip Co	ode)		
c/o Upromise, Inc., 117 Kendrick Street	, Needham, MA	. 02494			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		_ Beneficial Owner		- Director	_ John and J. Wanaging Landon
Bradley, Bill					
					- A
Business or Residence Address c/o Upromise, Inc., 117 Kendrick Street		Street, City, State, Zip Co. 02494	ode)		

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

2. Enter the information requested for the			_		
• Each promoter of the issuer, if				or c 1	
 Each beneficial owner having t Each executive officer and dire 					lass of equity securities of the issuer;
Each general and managing par			general and managing pa	itilicis of partifers	mp issuers, and
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)	L Homoter	Denencial Owner	Li Lizecutive Officer	■ Director	a denotal and of Managing Fatcher
· · · · · · · · · · · · · · · · ·					
Hammarskjold, Philip U.					
Business or Residence Address	(Number and S	Street, City, State, Zip Co	de)		
c/o Upromise, Inc., 117 Kendrick Street	. Needham, MA	02494			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)				- Director	
Fialkow, David					
B : 1	(NI 1 1 1 1 1 1 1	3:	1.3		
Business or Residence Address c/o Upromise, Inc., 117 Kendrick Street		Street, City, State, Zip Co	de)		
oo optomise, me., 117 Kendrick Street	, recuilani, mr	02474			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)		·	·=·		
Dzialga, Mark F.					
Business or Residence Address	(Number and C	tract City State 7in Co.	da)		
c/o Upromise, Inc., 117 Kendrick Street	. Needham. MA	treet, City, State, Zip Coo	16)		
	,	_			
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	☐ Executive Officer	■Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Helman, William					
Business or Residence Address	(Number and S	treet, City, State, Zip Coo	de)		-
c/o Upromise, Inc., 117 Kendrick Street	, Needham, MA	1021, City, State, Zip Cot	10)		
-					
Check Box(es) that Apply:	☐ Promoter	☐ Beneficial Owner	☐ Executive Officer	■Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Underwood, Craig					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Upromise, Inc., 117 Kendrick Street	, Needham, MA	02494	,		
				,	<u> </u>
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	■ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Bell, George					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
		-			
Charles Boy (as) that Apply		···	 		
Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Andre, David					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
of December Inc. 445 W. D. Co. of	Mandle 244	.02404			
c/o Upromise, Inc., 117 Kendrick Street Check Box(es) that Apply:				□ Di	Conord and/or Managing Day
Full Name (Last name first, if individual)	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
i un ivame (Last name mst, ii muividuai)					
Nevins, Joan					
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		

c/o Upromise, Inc., 117 Kendrick Street, Needham, MA 02494

A. BASIC IDENTIFICATION DATA

Check Box(es) that Apply:	□ Promoter	☐ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Rochon, David					<u>.</u>
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Upromise, Inc., 117 Kendrick Street	, Needham, MA	02494			
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Robison, Jeffrey					·-
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Upromise, Inc., 117 Kendrick Street	, Needham, MA	02494			
Check Box(es) that Apply:	☐ Promoter	□ Beneficial Owner	■ Executive Officer	□ Director	☐ General and/or Managing Partner
Full Name (Last name first, if individual)					
Marcelo, Sheila					<u>~</u>
Business or Residence Address	(Number and	Street, City, State, Zip Co	ode)		
c/o Upromise, Inc., 117 Kendrick Street	, Needham, MA	02494			•

	B. INFORMATION ABOUT OFFERING	<u> </u>	
		Yes	No
1.	Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering?		
2.	Answer also in Appendix, Column 2, if filing under ULOE. What is the minimum investment that will be accepted from any individual?	\$	n/a
۷.	What is the manifest investment that will be accepted from any individual.	Yes	No
3.	Does the offering permit joint ownership of a single unit?	•	
4.	Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.		
Full	Name (Last name first, if individual)		
Rusii	ness or Residence Address (Number and Street, City, State, Zip Code)		
Dusii	tess of Residence Fladiess (Rullion and Subset, Stay, State, 21p code)		
Nam	e of Associated Broker or Dealer		
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers (Check "All States" or check individual States)	All States	
^] _ [I] _ [I] _ [I] _	L] _ [AK] _ [AZ] _ [AR] _ [CA] _ [CO] _ [CT] _ [DE] _ [DC] _ [FL] _ [GA] L] _ [IN] _ [IA] _ [KS] _ [KY] _ [LA] _ [ME] _ [MD] _ [MA] _ [MI] _ [MN] MT] _ [NE] _ [NV] _ [NH] _ [NJ] _ [NM] _ [NY] _ [NC] _ [ND] _ [OH] _ [OK]	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
	name (Last name first, if individual)		
Busi	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	e of Associated Broker or Dealer		
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
A) [] _ [] _ [] _	L] _[IN] _[IA] _[KS] _[KY] _[LA] _[ME] _[MD] _[MA] _[MI] _[MN] MT] _[NE] _[NV] _[NH] _[NJ] _[NM] _[NY] _[NC] _[ND] _[OH] _[OK] RI] _[SC] _[SD] _[TN] _[TX] _[UT] _[VT] _[VA] _[WA] _[WV] _[WI]	_ (HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]
Full	Name (Last name first, if individual)		
Busin	ness or Residence Address (Number and Street, City, State, Zip Code)		
Nam	e of Associated Broker or Dealer		
State	s in which Person Listed Has Solicited or Intends to Solicit Purchasers		
	(Check "All States" or check individual States)	All States	
_ [A _ [I _ [I _ [I	L] _ (IN) _ (IA) _ (KS) _ (KY) _ (LA) _ (ME) _ (MD) _ (MA) _ (MI] _ (MN) MT] _ (NE) _ (NV) _ (NH) _ (NJ) _ (NM) _ (NY) _ (NC) _ (ND) _ (OH) _ (OK)	_ [HI] _ [MS] _ [OR] _ [WY]	_ [ID] _ [MO] _ [PA] _ [PR]

C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

1.	Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box pand indicate in the columns below the amounts of the securities offered for exchange and already exchanged.	Aggregate Offering Price	Amount Already Sold
	Type of Security		
	Debt	\$	\$
	Equity	\$ <u>14,000,000.50</u>	\$ <u>12,000,000.39</u>
	□ Common ■ Preferred		
	Convertible Securities (including warrants)	\$	\$
	Partnership Interests	\$	\$
	Other (Specify)	\$	\$
	Total	\$ <u>14,000,000.50</u>	\$ <u>12,000,000.39</u>
	Answer also in Appendix, Column 3, if filing under ULOE.		
2.	Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero."	Number of Investors	Aggregate Dollar Amount of Purchases
	Accredited Investors	38	\$ <u>12,000,000.39</u>
	Non-accredited Investors		\$
	Total (for filings under Rule 504 only)		\$
	Answer also in Appendix, Column 4, if filing under ULOE		
3.	If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C – Question 1.	Type of	Dollar Amount
	Type of offering	Security	Sold
	Rule 505		\$
	Regulation A		\$
	Rule 504		\$
	Total		\$
			Ψ
4.	a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate.		
	Transfer Agent's Fees		\$
	Printing and Engraving Costs	_	\$
	Legal Fees	-	\$ 100,000
	Accounting Fees	-	<u></u> -
			¢
	Engineering Fees		\$
	Sales Commissions (specify finders' fees separately)		\$
	Other Expenses (identify)		\$
	Total		\$8

6 2

C	OFFERING PRICE	NUMBER OF INVESTORS	EXPENSES AND US	E OF PROCEEDS

	 b. Enter the difference between the aggregate o 1 and total expenses furnished in response to Pa "adjusted gross proceeds to the issuer." 	rt C - Question 4.a. This difference is the			\$ <u>13,900,000.50</u>		
5.	Indicate below the amount of the adjusted gross for each of the purposes shown. If the amount f and check the box to the left of the estimate. The adjusted gross proceeds to the issuer set forth in	or any purpose is not known, furnish an es e total of the payments listed must equal t	stimate				
				Payments to Officers, Directors, & Affiliates		Payments To Others	
	Salaries and fees			\$		\$	
	Purchase of real estate			\$	o	\$	
	Purchase, rental or leasing and installation of m	achinery and equipment		\$		\$	
	Construction or leasing of plant buildings and fa	icilities		\$		\$	
	Acquisition of other business (including the valuation that may be used in exchange for the assets or so						
	merger)			\$		\$	
	Repayment of indebtedness			\$		\$	
	Working capital and general corporate purpos			\$	•	\$ <u>13,900,000.50</u>	
	Other (specify):			\$		\$	
				\$	0	\$	
	Column Totals		•	\$ <u> </u>	•	\$ <u>13,900,000.50</u>	
	Total Payments Listed (column totals added)			■ \$ <u>13</u>	3,900,000	<u>.50</u>	
		D. FEDERAL SIGNATU	JRE				
nι	issuer has duly caused this notice to be signed by ndertaking by the issuer to furnish to the U.S. Secacredited investor pursuant to paragraph (b)(2) of	curities and Exchange Commission, upon v	If this notice written reque	is filed under Rule 505, the f st of its staff, the information	ollowing furnished	signature constitutes I by the issuer to any	
ssu	er (Print or Type)	Signature		Date			
	omise, Inc.			October 9, 2002			
, Pi							
_	ne of Signer (Print or Type)	Title of Signer (Print or Type)					

ATTENTION

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)